

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, December 20, 2018*

*This is to certify that the certificate of incorporation of*

**#WalkAway Foundation**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: December 20, 2018*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

The undersigned, in order to form a corporate entity under Chapter 10 of Title 13.1 of the Code of Virginia, adopts the following Articles of Incorporation.

## **ARTICLE I NAME & REGISTERED AGENT/OFFICE**

The name of this corporation shall be “#WalkAway Foundation”.

The corporation’s initial registered agent shall be Dan Backer, Esq. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.

The corporation’s initial registered office address, which is identical to the business office of the initial registered agent, shall be:

441 North Lee Street Suite 300  
Alexandria, Virginia 22314

The registered office is physically located in the City of Alexandria.

## **ARTICLE II PURPOSE**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.

## **ARTICLE III LIMITATIONS**

At all times the following shall operate as conditions restricting operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE IV DIRECTORS/MEMBERS**

The corporation shall have a membership, and may have voting and non-voting classes of same, as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The initial directors are:

Brandon Straka  
2337 1<sup>st</sup> Avenue, Apt. 1FS  
New York, NY 10035

Tracy Diaz  
2885 Desert Rose St.  
Little River, SC 29566

Maria Albanese  
11268 Timbercrest Road  
Springhill, FL 34068

The Chairman shall serve a two-year term based on the calendar year, and may be re-elected to subsequent terms. The Board of Directors shall elect a Chairman from the Board of Directors then in office. Members of the Board of Directors shall be appointed by the Chairman of the Board provided that such appointments are ratified by a majority of the Board members already in office by or at the next Board meeting.

#### **ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE VI DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities,

costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose or shall be distributed to another Section 501(c)(3) organization. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII INCORPORATOR**

The incorporator of this corporation is:

Dan Backer, Esq.  
441 North Lee Street Suite 300  
Alexandria, Virginia 22314

The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties put forth in § 13.1-811 of the Code of Virginia.

*Dan Backer*

\_\_\_\_\_  
Signature  
12/18/2018

\_\_\_\_\_  
Date

Dan Backer  
\_\_\_\_\_  
Printed Name